
VIVA ENERGY REIT

PRE-QUOTATION DISCLOSURE

3 August 2016: The following information is required to be provided to ASX Limited for release to the market in connection with the official quotation and conditional and deferred settlement trading of fully paid stapled securities (**Stapled Securities**) in Viva Energy REIT (ASX: VVR).

Capitalised terms which have not been otherwise defined in this document have the meaning given to them in the replacement combined prospectus and product disclosure statement lodged by Viva Energy REIT Limited (ACN 612 986 517) and VER Limited (ACN 609 868 000) as responsible entity for the Viva Energy REIT Trust (ARSN 613 146 464) with the Australian Securities and Investments Commission on 22 July 2016 (**Offer Document**).

1 Close of the Offer

Viva Energy REIT confirms that the initial public offering of Stapled Securities in the capital of Viva Energy REIT (**Offer**) closed on 28 July 2016.

Successful Applicants under the Offer will pay the Offer Price of \$2.20 per Stapled Security, as set out in the Offer Document.

2 Basis of allocation and procedures for determining allocations

The basis of the allocation of Stapled Securities under:

- the Institutional Offer is detailed in Section 5.5.3 of the Offer Document;
- the Broker Firm Offer is detailed in Section 5.6.4 of the Offer Document;
- the Priority Offer is detailed in Section 5.7.4; and
- the Employee Offer is detailed in Section 5.8.3 of the Offer Document.

Applicants can determine their precise allocations as follows:

- **Institutional Offer:** The Institutional Offer was conducted using a bookbuild process managed by the Joint Lead Managers on 28 July 2016 and 29 July 2016. The bookbuild was a fixed price of \$2.20 per Stapled Security. The Institutional Offer also included a cornerstone process which was conducted prior to the date of the Offer Document. Under that process, selected institutional investors committed to the Joint Lead Managers to acquire Stapled Securities under the Offer Document or the International Offering Circular (as applicable) at the Offer Price. Allocations under the Institutional Offer were determined by agreement between the Joint Lead Managers and Viva Energy Australia Pty Ltd (**Viva Energy Australia**). The Joint Lead Managers have advised the Successful Applicants under the Institutional Offer of their allocations.
- **Broker Firm Offer:** For Broker Firm Offer participants, the relevant Broker decided how Stapled Securities were allocated amongst their retail clients. Applicants under the Broker Firm Offer can confirm their allocations by contacting their Broker.
- **Priority Offer:** Applicants under the Priority Offer received a personalised invitation to apply for Stapled Securities online at www.vivaenergyreit.com.au using the online application form. Allocations under the Priority Offer were determined by Viva in

consultation with the Joint Lead Managers. Valid Applications under the Priority Offer were allocated in full.

- **Employee Offer:** Applicants received a guaranteed allocation of \$2,000 worth of Stapled Securities (rounded down to the nearest whole Stapled Security) subject to a maximum value of \$20,000 per Eligible Employee of Stapled Securities. Separate offer letters (together with the Offer Document) were provided to Eligible Employees. Applicants under the Employee Offer applied online at www.vivaenergyreit.com.au using the online application form. The final allocation of Stapled Securities to Applicants in the Employee Offer was determined by Viva Energy Australia in its absolute discretion. Subject to the maximum value of \$20,000 per Eligible Employee, valid Applications under the Employee Offer were allocated in full.

Applicants may make general enquiries regarding the Offer by contacting the Viva Energy REIT Offer Information Line on 1800 810 827 (toll free within Australia) or +61 1800 810 827 (outside Australia) from 8.30am until 5.30pm (Melbourne time) Monday to Friday (excluding public holidays).

It is the responsibility of each Applicant to confirm their holding before trading in Stapled Securities. Applicants who sell Stapled Securities before they receive an initial holding statement do so at their own risk, even if they have confirmed their firm allocation with their Broker or obtained details of their holding from the Viva Energy REIT Offer Information Line.

3 Final issue price and number of Stapled Securities

The final Offer Price for all Stapled Securities to be issued under the Offer is \$2.20 per Stapled Security.

The number of Stapled Securities to be allotted to Successful Applicants under each component of the Offer is set out below:

Institutional Offer	344,370,753
Broker Firm Offer	68,183,000
Priority Offer	795,454
Employee Offer	741,730
Total Stapled Securities issued under the Offer	414,090,937

Following completion of the Offer, there will be a total of 690,151,562 Stapled Securities on issue (which includes 276,060,625 Stapled Securities to be held by Viva Energy Australia Group Pty Ltd).

Viva Energy REIT confirms that at the time of admission to the official list of the ASX, it will have a free float of at least 20%.

4 Intended issue and despatch date

The intended date for issuing Stapled Securities to Successful Applicants under the Offer is Wednesday, 10 August 2016.

The intended date for the despatch of CHESS allotment notices and issuer sponsored holding statements and any refund of money is Thursday, 11 August 2016.

It is the responsibility of each Applicant to confirm their holding before trading in Stapled Securities. Applicants who sell Stapled Securities before they receive an initial holding statement do so at their own risk, even if they have confirmed their firm allocation with their Broker or obtained details of their holding from the Viva Energy REIT Offer Information Line.

5 Indicative distribution schedule

An indicative distribution schedule of the numbers of holders in each class of securities to be quoted will be provided separately.

Based on the Offer Price, there are approximately 3,552 holders of Stapled Securities with parcels of \$2,000 or greater in value.

Accordingly, Viva Energy REIT confirms that:

- there will be at least 300 securityholders, each having a parcel of Stapled Securities with a value of at least \$2,000; and
- at least 50% of Viva Energy REIT's Stapled Securities will not be held by related parties.

6 Indicative statement of largest 20 holders

An indicative statement setting out the names of the 20 largest holders of each class of securities to be quoted, including the number and percentage of each class of securities held by those holders, will be provided separately.

7 Conditions for the Conditional Market

The conditions for the conditional market as outlined in the Offer Document and the final date by which each of these conditions must be satisfied as required by ASX Operating Rules – Procedure 3330.1(a)(iii) are:

Condition	Time for satisfaction
Settlement of the Offer under the Offer Management Agreement dated 10 July 2016	Tuesday, 9 August 2016
The issue of Stapled Securities to Successful Applicants under the Offer	Wednesday, 10 August 2016

8 Institutional bookbuild

Viva Energy REIT confirms that, in relation to the funds raised pursuant to the institutional Bookbuild (as described in Section 5.5.2 of the Offer Document) (**Bookbuild**):

- the number of Stapled Securities to be issued under the Bookbuild is 60,055,753 and the price at which they will be issued is the Offer Price (\$2.20 per Stapled Security);

- a person or persons who are promoters or related parties of Viva Energy REIT have not taken up a material number of Stapled Securities under the Bookbuild;
- no concessionary fee or other arrangements have been entered into, which have had the result that the effective issue price paid by some Institutional Investors differs materially from the Bookbuild price announced by Viva Energy REIT;
- no arrangements have been entered into that have had the result that some Institutional Investors have received a material benefit for agreeing to participate in the Bookbuild at the Bookbuild price announced by Viva Energy REIT and which is not received by other Institutional Investors; and
- no arrangements have been entered into with associates of Viva Energy REIT or the bookrunners to avoid a shortfall, or the appearance of a shortfall, in the Bookbuild.

9 Further information

In addition to the documents already described in this announcement, the following documents have been released on the ASX Market Announcements Platform:

- **Offer Document:** Viva Energy REIT's replacement combined prospectus and product disclosure statement, dated 22 July 2016;
- **Top 20:** an indicative top 20 statement;
- **Distribution schedule:** an indicative distribution schedule;
- **Constitutions:** the constitution of Viva Energy REIT Limited and the Scheme Deed for the Viva Energy REIT Trust;
- **ASX Listing Application:** Viva Energy REIT's *Appendix 1A ASX Listing Application and Agreement and Information Form and Checklist* (including *Annexures IV and V*); and
- **Viva Energy REIT's securities trading policy.**

Applicants seeking further information can contact the Viva Energy REIT Offer Information Line on 1800 810 827 (toll free within Australia) or +61 1800 810 827 (outside Australia) from 8.30am until 5.30pm (Melbourne time) Monday to Friday (excluding public holidays).

A handwritten signature in black ink, appearing to read 'Tony Tran', with a stylized, flowing script.

Tony Tran
Company Secretary and Compliance Officer